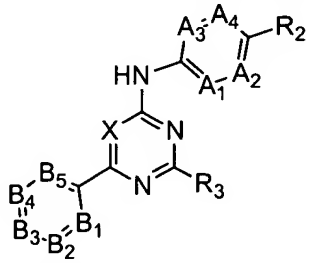
Amendments To The Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of claims:

1. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable ~~form thereof~~salt thereof, wherein:

X is CR_x or N;

R_x is hydrogen, halogen, nitro, C_1-C_6alkyl, amino, cyano, C_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)sulfonamido or mono- or di-(C_1-C_6alkyl)amino;

A_1 is CH or N;

A_2, A_3 and A_4 are independently CH, CR_a or N, such that no more than two of A_1-A_4 are N;

B_1 and B_5 are independently CH or N;

B_2, B_3 and B_4 are independently CH or CR_b, such that at least one of B_2, B_3 and B_4 is CR_b;

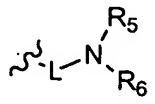
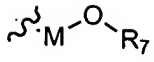
R_a and R_b are independently selected at each occurrence from halogen, hydroxy, amino, cyano, -COOH, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_2-C_6alkyl ether, C_2-C_6alkanoyl, C_3-C_6alkanone, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, mono- and di-(C_1-C_6alkyl)amino, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)sulfonamido, and mono- and di-(C_1-C_6alkyl)aminocarbonyl;

R_2 is C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6haloalkyl or C_1-C_6alkylsulfonyl; and

R_3 is selected from:

(i) cyano; and

(ii) C_1-C_6alkyl and groups of the formula:

 or  wherein

L is a bond or C_1-C_6alkylene;

M is a bond or C_1-C_6alkylene;

R_5 and R_6 are:

(a) independently chosen from hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl, C_3-C_8cycloalkyl and groups that are joined to L to form a 5- to 7-membered heterocycloalkyl, such that at least one of R_5 and R_6 is not hydrogen; or

(b) joined to form a 5- to 7-membered heterocycloalkyl; and

R_7 is hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl, C_3-C_8cycloalkyl, C_2-C_6alkanoyl, or a group that is joined to M to form a 5- to 7-membered heterocycloalkyl;

wherein each of (ii) is substituted with from 0 to 3 substituents independently chosen from halogen, cyano, amino, hydroxy, C_1-C_6alkyl, C_3-C_8cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, and mono- and di-(C_1-C_6alkyl)amino.

2. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 1, wherein one or two of B_2, B_3 and B_4 are CR_b, and wherein each R_b is independently chosen from halogen, amino, cyano, -COOH, C_1-C_6alkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, C_1-C_6alkylsulfonyl and mono- and di-(C_1-C_6alkyl)sulfonamido.

3. (Cancelled).

4. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 2, wherein one of B_2, B_3 and B_4 is CR_b, and wherein R_b is chosen from fluoro, chloro, cyano, methyl, methoxy, trifluoromethoxy, ethoxy, or trifluoromethyl.

5. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 2, wherein at least one R_b is C_1-C_4alkoxy.

6. (Cancelled).

7. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-5~~claim 1, wherein R_3 is C_1-C_6alkyl; or R_3 is C_2-C_6alkyl ether, pyrrolidinyl, morpholinyl, piperidinyl, piperazinyl or azepanyl, each of which is substituted with from 0 to 3 substituents independently chosen from halogen, cyano, amino, hydroxy and C_1-C_4alkyl.

8. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-7~~claim 1, wherein R_2 is C_1-C_4alkyl, C_3-C_7cycloalkyl or C_1-C_4haloalkyl.

9. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-8~~claim 1, wherein each R_a is independently chosen from amino, cyano, halogen, C_1-C_6haloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkoxy, C_1-C_6alkylsulfonyl and mono- and di-(C_1-C_6alkyl)sulfonamido.

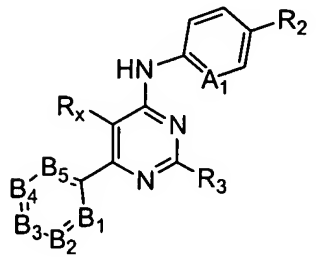
10. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 9, wherein A_1 and A_2 are CH, and A_3 and A_4 are independently CH or CR_a.

11. (Cancelled).

12. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-11~~claim 1, wherein X is CR_x and R_x is hydrogen, halogen, nitro, methylsulfonyl, methyl, ethyl or amino.

13. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 12, wherein R_x is halogen, nitro, methylsulfonyl, methyl, ethyl or amino.

14. (Original) A compound according to claim 1, having the formula:



wherein:

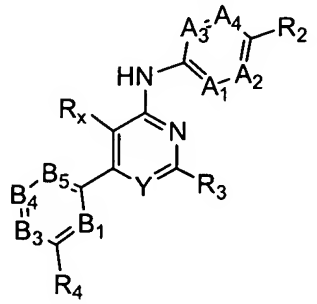
B_1 and B_5 are independently CH or N;

B_2, B_3 and B_4 are independently CH or CR_b, wherein each R_b is independently chosen from halogen, amino, cyano, -COOH, C_1-C_6alkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, C_1-C_6alkylsulfonyl and mono- and di-(C_1-C_6alkyl)sulfonamide; and

R_3 is C_1-C_4alkyl, C_2-C_6alkyl ether, mono- or di-(C_1-C_6alkyl)amino, pyrrolidinyl, morpholinyl, piperidinyl or piperazinyl, each of which is substituted with from 0 to 2 substituents independently chosen from halogen, amino, hydroxy, C_1-C_4alkyl, cyano, C_1-C_4alkoxy, C_1-C_4haloalkyl and mono- and di-(C_1-C_6alkyl)amino.

15-16. (Cancelled).

17. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable ~~form thereof~~salt thereof, wherein:

R_x is halogen, C_1-C_6alkyl, amino, nitro, cyano, C_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)sulfonamido, or mono- or di-(C_1-C_6alkyl)amino;

Y is CR_y or N;

R_y is hydrogen or C_1-C_4alkyl;

A_1, A_2, A_3 and A_4 are independently CH or N;

B_1 is CH, CR_b or N;

B_3 and B_4 are independently CH or CR_b;

B_5 is CH or N;

R_b is independently selected at each occurrence from halogen, hydroxy, amino, cyano, -COOH, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_2-C_6alkyl ether, C_2-C_6alkanoyl, C_3-C_6alkanone, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, mono- and di-(C_1-C_6alkyl)amino, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)sulfonamido, and mono- and di-(C_1-C_6alkyl)aminocarbonyl;

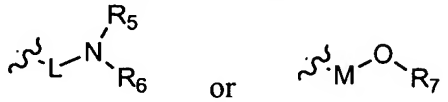
R_2 is halogen, amino, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, C_1-C_6alkylsulfonyl, or mono- or di-(C_1-C_6alkyl)sulfonamido;

R_4 is halogen, cyano, amino, C_1-C_6alkyl, C_1-C_6alkoxy or C_1-C_6haloalkoxy;

R_3 is selected from:

(i) hydrogen, halogen and cyano; and

(ii) C_1-C_6alkyl and groups of the formula:



wherein

L is a bond or C_1-C_6alkylene;

M is a bond or C_1-C_6alkylene;

R_5 and R_6 are:

(a) independently chosen from hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl, C_3-C_8cycloalkyl, and groups that are joined to L to form a 5- to 7-membered heterocycloalkyl, such that at least one of R_5 and R_6 is not hydrogen; or

(b) joined to form a 5- to 7-membered heterocycloalkyl; and

R_7 is hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl, C_3-C_8cycloalkyl, C_2-C_6alkanoyl, or a group that is joined to L to form a 5- to 7-membered heterocycloalkyl;

wherein each of (ii) is substituted with from 0 to 3 substituents independently chosen from halogen, cyano, amino, hydroxy, C_1-C_6alkyl, C_3-C_8cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, and mono- and di-(C_1-C_6alkyl)amino.

18. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 17, wherein R_x is halogen, nitro, methylsulfonyl, methyl, ethyl or amino.

19. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 17~~ or claim 18~~, wherein R_4 is halogen, cyano, C_1-C_4alkyl, C_1-C_4alkoxy or C_1-C_4haloalkoxy.

20-21. (Cancelled).

22. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 17-20~~claim 17, wherein if R_4 is C_1-C_6alkoxy then at least one of B_3 and B_4 is not carbon substituted with C_1-C_6alkoxy.

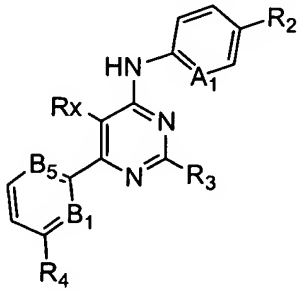
23. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 17, wherein R_3 is hydrogen or C_1-C_6alkyl.

24. (Cancelled).

25. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 17-24~~claim 17, wherein R_2 is C_1-C_4alkyl, C_3-C_7cycloalkyl or C_1-C_4haloalkyl.

26-28. (Cancelled).

29. (Original) A compound according to claim 17, having the formula:



wherein:

R_2 is C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_4haloalkyl, C_1-C_4haloalkoxy, C_1-C_4alkylsulfonyl, or mono- or di-(C_1-C_4alkyl)sulfonamido;

R_3 is hydrogen, halogen, C_1-C_4alkyl, mono- or di-(C_1-C_6alkyl)amino, pyrrolidinyl, morpholinyl, piperidinyl or piperazinyl, each of which is substituted with from 0

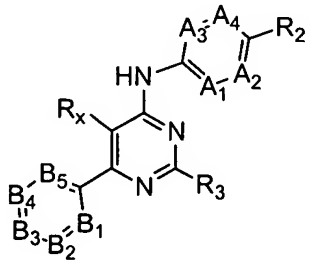
to 2 substituents independently chosen from halogen, amino, hydroxy, C_1-C_4alkyl, cyano, C_1-C_4alkoxy, C_1-C_4haloalkyl and mono- and di-(C_1-C_6alkyl)amino;

R_4 is halogen, cyano, C_1-C_4alkyl, C_1-C_4alkoxy or C_1-C_4haloalkoxy; and

B_1 and B_5 are independently CH or N.

30-31. (Cancelled).

32. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable ~~form thereof~~salt thereof, wherein:

R_x is hydrogen, halogen, C_1-C_6alkyl, amino, nitro, C_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)sulfonamido, or mono- or di-(C_1-C_6alkyl)amino or mono- or di-(C_1-C_6alkyl)amino;

A_1, A_2, A_3 and A_4 are independently CH or N;

B_1 - B_5 are independently CH, CR_b, or N, such that one and only one of B_1 - B_5 is CR_b;

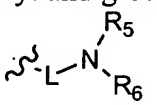
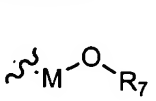
R_b is halogen, hydroxy, amino, cyano, -COOH, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_2-C_6alkyl ether, C_2-C_6alkanoyl, C_3-C_6alkanone, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, mono- or di-(C_1-C_6alkyl)amino, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)sulfonamido, or mono- or di-(C_1-C_6alkyl)aminocarbonyl;

R_2 is halogen, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, C_1-C_6alkylsulfonyl, or mono- or di-(C_1-C_6alkyl)sulfonamido; and

R_3 is selected from:

(i) hydrogen, halogen and cyano; and

(ii) C_1-C_6alkyl and groups of the formula:

 or  wherein

L is a bond or C_1-C_6alkylene;

M is C_1-C_6alkylene;

R_5 and R_6 are:

(a) independently chosen from hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl, C_3-C_8cycloalkyl and groups that are joined to L to form a 5- to 7-membered heterocycloalkyl, such that at least one of R_5 and R_6 is not hydrogen; or

(b) joined to form a 5- to 7-membered heterocycloalkyl; and

R_7 is hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl, C_3-C_8cycloalkyl, C_2-C_6alkanoyl, or a group that is joined to M to form a 5- to 7-membered heterocycloalkyl;

wherein each of (ii) is substituted with from 0 to 3 substituents independently chosen from halogen, cyano, amino, hydroxy, C_1-C_6alkyl, C_3-C_8cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, and mono- and di-(C_1-C_6alkyl)amino.

33. (Original) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 32, wherein R_x is hydrogen, halogen, nitro, methyl, ethyl, methylsulfonyl or amino.

34. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to claim 32~~ or claim 33~~, wherein R_b is cyano, C_1-C_4alkyl, C_1-C_4alkoxy or C_1-C_4haloalkoxy.

35. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of clalims 32-34~~claim 32, wherein R_2 is C_1-C_4alkyl, C_3-C_7cycloalkyl or C_1-C_4haloalkyl.

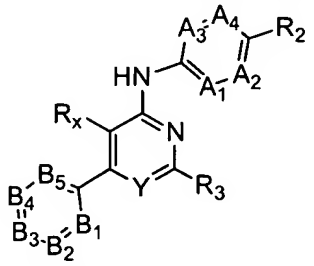
36. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 32-36~~claim 32, wherein R_3 is hydrogen.

37. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to any ~~one of claims 32-36~~claim 32, wherein R_3 is C_1-C_6alkyl, amino, mono- or di-(C_1-C_4alkyl)amino, pyrrolidinyl, morpholinyl, piperidinyl, piperazinyl or azepanyl, each of which is substituted with from 0 to 3 substituents independently chosen from halogen, cyano, amino, hydroxy and C_1-C_4alkyl.

38. (Currently Amended) A compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 32-37~~claim 32, wherein B_1 and B_5 are independently CH or N.

39-40. (Cancelled).

41. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable ~~form thereof~~salt thereof, wherein:

R_x is halogen, C_1-C_6alkyl, cyano, C_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)sulfonamido or mono- or di-(C_1-C_6alkyl)amino;

Y is CR_y or N;

R_y is hydrogen or C_1-C_4alkyl;

A_1-A_4 are independently CH, CR_a or N;

B_1, B_2, B_3, B_4 and B_5 are independently CH, CR_b or N;

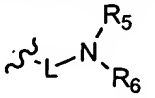
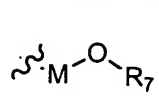
R_a and R_b are independently selected at each occurrence from halogen, hydroxy, amino, cyano, -COOH, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_2-C_6alkyl ether, C_2-C_6alkanoyl, C_3-C_6alkanone, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, mono- and di-(C_1-C_6alkyl)amino, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)sulfonamido, and mono- and di-(C_1-C_6alkyl)aminocarbonyl;

R_2 is halogen, hydroxy, amino, cyano, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_2-C_6alkyl ether, C_2-C_6alkanoyl, C_3-C_6alkanone, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, mono- or di-(C_1-C_6alkyl)amino, C_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)sulfonamido, or mono- or di-(C_1-C_6alkyl)aminocarbonyl; and

R_3 is selected from:

(i) hydrogen, halogen and cyano; and

(ii) C_1-C_6aminoalkyl and groups of the formula:

 or  wherein

L is a bond or C_1-C_6alkylene;

R_5 and R_6 are:

(a) independently chosen from hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl and C_3-C_8cycloalkyl; or

(b) joined to form a 5- to 7-membered heterocycloalkyl;

such that if L is C_1-C_6alkyl, then R_5 and R_6 are joined to form a heterocycloalkyl;

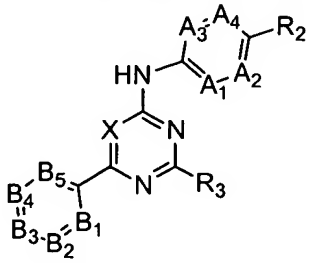
M is a bond or C_1-C_6alkylene; and

R_7 is hydrogen, C_1-C_6alkyl, C_1-C_6alkenyl, C_3-C_8cycloalkyl, C_2-C_6alkanoyl, or a group that is joined to M to form a 5- to 7-membered heterocycloalkyl;

wherein each of (ii) is substituted with from 0 to 3 substituents independently chosen from halogen, cyano, amino, hydroxy, C_1-C_6alkyl, C_3-C_8cycloalkyl, C_1-C_6alkoxy, C_1-C_6haloalkyl, and mono- and di-(C_1-C_6alkyl)amino.

42-48. (Cancelled).

49. (Currently Amended) A compound of the formula:



or a pharmaceutically acceptable ~~form thereof~~salt thereof, wherein:

X is CR_x or N;

R_x is hydrogen, halogen, C_1-C_6alkyl, cyano, amino, nitro, C_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)sulfonamido or mono- or di-(C_1-C_6alkyl)amino;

A_1 and A_3 are independently CH or N;

A_2 and A_4 are independently CH, CR_a or N;

B_1, B_2, B_3, B_4 and B_5 are independently CH, CR_b or N;

R_a and R_b are independently selected at each occurrence from halogen, hydroxy, amino, cyano, -COOH, C_1-C_6alkyl, C_3-C_7cycloalkyl, C_1-C_6alkoxy, C_2-C_6alkyl ether, C_2-C_6alkanoyl, C_3-C_6alkanone, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, mono- and di-(C_1-C_6alkyl)amino, C_1-C_6alkylsulfonyl, mono- and di-(C_1-C_6alkyl)sulfonamido, and mono- and di-(C_1-C_6alkyl)aminocarbonyl;

R_2 is hydroxy, cyano, C_2-C_6alkyl, C_3-C_7cycloalkyl, C_2-C_6alkyl ether, C_2-C_6alkanoyl, C_3-C_6alkanone, C_1-C_6haloalkyl, C_1-C_6haloalkoxy, mono- or di-(C_1-C_6alkyl)amino, C_1-C_6alkylsulfonyl, mono- or di-(C_1-C_6alkyl)sulfonamido, or mono- or di-(C_1-C_6alkyl)aminocarbonyl; and

R_3 is C_1-C_6alkyl.

50-59. (Cancelled).

60. (Currently Amended) A pharmaceutical composition, comprising at least one compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-49~~claim 1, in combination with a physiologically acceptable carrier or excipient.

61. (Original) A pharmaceutical composition according to claim 60, wherein the composition is formulated as an injectible fluid, an aerosol, a cream, a gel, a pill, a capsule, a syrup or a transdermal patch.

62-74. (Cancelled).

75. (Currently Amended) A method for treating a condition responsive to capsaicin receptor modulation in a patient, comprising administering to the patient a capsaicin receptor modulatory amount of a compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-49~~claim 1, and thereby alleviating the condition in the patient.

76. (Original) A method according to claim 75, wherein the patient is suffering from (i) exposure to capsaicin, (ii) burn or irritation due to exposure to heat, (iii) burns or irritation due to exposure to light, (iv) burn, bronchoconstriction or irritation due to exposure to tear gas, air pollutants or pepper spray, or (v) burn or irritation due to exposure to acid.

77. (Original) A method according to claim 75, wherein the condition is asthma or chronic obstructive pulmonary disease.

78. (Currently Amended) A method for treating pain in a patient, comprising administering to a patient suffering from pain a capsaicin receptor modulatory amount of at least one compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1, 17 or 33~~claim 1, and thereby alleviating pain in the patient.

79-81. (Cancelled).

82. (Original) A method according to claim 78, wherein the patient is suffering from neuropathic pain.

83. (Original) A method according to claim 78, wherein the pain is associated with a condition selected from: postmastectomy pain syndrome, stump pain, phantom limb pain, oral neuropathic pain, toothache, postherpetic neuralgia, diabetic neuropathy, reflex sympathetic dystrophy, trigeminal neuralgia, osteoarthritis, rheumatoid arthritis, fibromyalgia, Guillain-Barre syndrome, meralgia paresthetica, burning-mouth syndrome, bilateral peripheral neuropathy, causalgia, neuritis, neuronitis, neuralgia, AIDS-related neuropathy, MS-related neuropathy, spinal cord injury-related pain, surgery-related pain, musculoskeletal pain, back pain, headache, migraine, angina, labor, hemorrhoids, dyspepsia, Charcot's pains, intestinal gas, menstruation, cancer, venom exposure, irritable bowel syndrome, inflammatory bowel disease and trauma.

84. (Original) A method according to claim 78, wherein the patient is a human.

85-86. (Cancelled).

87. (Currently Amended) A method for treating urinary incontinence or overactive bladder in a patient, comprising administering to a patient a capsaicin receptor modulatory amount of a compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-49~~claim 1, and thereby alleviating urinary incontinence or overactive bladder in the patient.

88. (Currently Amended) A method promoting weight loss in an obese patient, comprising administering to a patient a capsaicin receptor modulatory amount of a compound or pharmaceutically acceptable ~~form thereof~~salt thereof according to ~~any one of claims 1-49~~claim 1, and thereby promoting weight loss in the patient.

89-91. (Cancelled).

92. (Currently Amended) A packaged pharmaceutical preparation, comprising:

(a) a pharmaceutical composition according to claim 60 in a container; and

(b) instructions for using the composition to treat pain, cough, hiccup, urinary incontinence, or overactive bladder.

93-97. (Cancelled).